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*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

RTW RETAILWINDS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-18445 (JKS)

(Jointly Administered)

**NOTICE OF FIRST AMENDMENT TO STALKING HORSE  
ASSET PURCHASE AGREEMENT**

**PLEASE TAKE NOTICE** that on July 17, 2020, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Debtors’ Motion for (I) an Order (A) Approving the Bidding Procedures and Form of Asset Purchase Agreement for the Sale of Certain of the Debtors’ Assets, (B) Establishing the Notice Procedures and Approving the Form and Manner of Notice Thereof, (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Scheduling a Sale Hearing, and (E)*

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors’ principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

*Granting Related Relief, and (II) an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief* [Docket No. 80] (the “**Bidding Procedures Motion**”) with the United States Bankruptcy Court for the District of New Jersey (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Bidding Procedures Motion, on August 3, 2020, the Debtors filed the *Notice of Filing of Stalking Horse Agreement in Connection With the Sale of Certain of the Debtors' Assets* [Docket No. 157] (the “**Stalking Horse Notice**”), which notice attached as Exhibit A the Stalking Horse Agreement between the Debtors and Sunrise Brands LLC (the “**Stalking Horse APA**”).

**PLEASE TAKE FURTHER NOTICE** that on August 10, 2020, the Bankruptcy Court entered an Order approving the Bidding Procedures Motion [Docket No. 192], including the approval of the Stalking Horse APA as the stalking horse bid for the assets set forth in the Stalking Horse APA.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit 1** is the First Amendment to the Stalking Horse APA.

Dated: August 14, 2020

Respectfully submitted,

**COLE SCHOTZ P.C.**

By: /s/ Ryan T. Jareck  
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**EXHIBIT 1**

(First Amendment to Stalking Horse APA)



**FIRST AMENDMENT TO  
ASSET PURCHASE AGREEMENT**

THIS FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT (this "Amendment") is entered into on August 13, 2020, by and between RTW Retailwinds, Inc., a Delaware corporation (the "Company"), and the other direct and indirect wholly-owned Subsidiaries or Affiliates of the Company that are signatories hereto (together with the Company, the "Sellers"), and Sunrise Brands, LLC, a California limited liability company or its wholly owned Subsidiary ("Buyer").

**WITNESSETH:**

**WHEREAS**, Buyer and Sellers are parties to that certain Asset Purchase Agreement dated August 3, 2020 (the "Purchase Agreement");

**WHEREAS**, pursuant to the terms of the Purchase Agreement, Sellers desire to sell to Buyer, and Buyer desires to purchase from Sellers, certain assets of the Sellers; and

**WHEREAS**, Buyer and Sellers desire to amend the Purchase Agreement to reflect the modifications set forth in this Amendment.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements contained in the Purchase Agreement, the parties hereto, intending to be legally bound, agree as follows:

1. Amendment to Section 5.10. Section 5.10 of the Purchase Agreement is hereby amended by deleting "August 14, 2020" and replacing it with "August 21, 2020".
2. Integration of Amendment and Purchase Agreement. From and after the effective date of this Amendment, the Purchase Agreement and this Amendment shall be read as one agreement. Except as set forth in this Amendment, all other terms and conditions of the Purchase Agreement are not being modified or amended, and shall remain in full force and effect. Capitalized terms used, but not otherwise defined herein, shall have the meanings ascribed to them in the Purchase Agreement.
3. Counterparts. This Amendment may be executed in any number of counterparts, and each when so executed and delivered shall be an original, but all the counterparts shall together constitute one and the same instrument. Facsimile signatures shall be sufficient for execution of this Amendment.

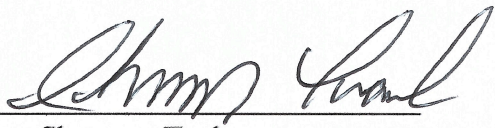
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**IN WITNESS WHEREOF**, the undersigned have executed this First Amendment to Asset Purchase Agreement as of the day and year first above written.

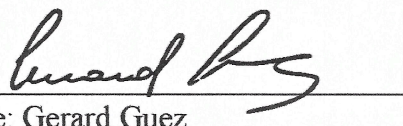
**SELLERS:**

RTW RETAILWINDS, INC.  
LERNER NEW YORK HOLDING, INC.  
LERNCO, INC.  
LERNER NEW YORK, INC.  
NEW YORK & COMPANY, INC.  
LERNER NEW YORK GC, LLC  
LERNER NEW YORK OUTLET, LLC  
NEW YORK & COMPANY STORES, INC.  
FTF GC, LLC  
LERNER NEW YORK FTF, LLC  
FASHION TO FIGURE, LLC  
FTF IP COMPANY, INC.

By:   
Name: Sheamus Toal  
Title: Authorized Signatory

**BUYER:**

SUNRISE BRANDS LLC

By:   
Name: Gerard Guez  
Title: CEO